

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

August 2, 1977

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. *8643-C*

Filed & Recorded

AUG 3 1977 - 9 01 AM

7-2151030

AUG 3 1977

\$10.00

Washington, D.

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 3, dated as of August 1, 1977, which supplements the Manufacturing Agreement dated as of December 15, 1976, between Pullman Incorporated (Pullman Standard Division) and Trailer Train Company. Eight counterpart originals of the Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturers: Pullman Incorporated
(Pullman Standard Division)
200 South Michigan Avenue
Chicago, Illinois 60604

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70- ton capacity, hydraulic draft gear, low level flatcars for autorack ser- vice	FC	285	TTX	852002-852286

*All units have marked on each side thereof the following legend:

"Owned by a Bank or Trust Company under a Security

Paul Snyder
C. D. Snyder

Mr. Robert L. Oswald
Page Two
August 2, 1977

Agreement Filed Under the Interstate Commerce Act,
Section 20c."

- 1116.4(e) - Prior recordations relating to this Supplement have been made on December 30, 1976, at 3:25 p.m., recordation number 8643; on February 15, 1977, at 4:40 p.m., recordation number 8643-B.
- 1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement being recorded should be returned to Kunkel Transportation Services, Inc.

Very truly yours,



T. D. Marion
Manager, Equipment Financing

nh
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/3/77

OFFICE OF THE SECRETARY

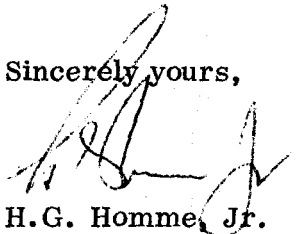
T.D. Marion
Manager, Equip. Financing
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **8/3/77** at **8643-C**,
and assigned recordation number(s)

Sincerely yours,



H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. *8643-C* Filed & Recorded

AUG 3 1977-9 21 AM

INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 3

dated as of August 1, 1977, between PULLMAN
INCORPORATED (Pullman Standard Division) (hereinafter
called the Manufacturer) and TRAILER TRAIN COMPANY
(hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 30, 1976, at 3:25 p.m., recordation number 8643, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect to such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

PULLMAN INCORPORATED
(Pullman Standard Division)

(CORPORATE SEAL)

By Stanley Brown
Vice President - Freight Unit

ATTEST:

William C. Edwards
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

By R. E. J. J. J.
Assistant Treasurer

ATTEST:

D. J. Walsh
Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this day of *August 2*, 1977, before me personally appeared *Stanley Brown*, to me personally known, who being by me duly sworn, says that he is a Vice President - Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Olson

Notary Public

(Notarial Seal)
My Commission Expires: *August 3, 1980*

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 1st day of August 1, 1977, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia A. Wilhelm

Notary Public

(Notarial Seal)
My Commission Expires:

My Commission Expires May 25th, 1981

ANNEX A

PULLMAN INCORPORATED
(Pullman Standard Division)
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract Number)</u>
89'4", 70-ton capacity, low level hydraulic draft gear flat car for auto- rack service	285	852002-852286	\$33,000	\$9,405,000	Aug.-Sept., 1977	T-2077-P

Item 2: February 1, 1978

Item 3: February 1, 1978

Item 4: 200 South Michigan Avenue, Chicago, Illinois 60604